

P03000006101

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000063906 3)))



H080000639063ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

2008 MAR 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Fax Number : (850) 617-6380
Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I200000000063
Phone : (305) 932-6262
Fax Number : (305) 933-9393

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAR 12 PM 2:26

FILED

DISSOLUTION OR WITHDRAWAL

ACALONES CORP.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

H080000639063

**ARTICLES OF DISSOLUTION
OF
ACALONES CORP.**

The undersigned, President and Secretary of ACALONES CORP., a Florida Corporation, do hereby certify the following in connection with the dissolution of the Corporation:

1. The name of the Corporation is ACALONES CORP.
2. The names and addresses of the Officers of the Corporation are as follows:

Name and Address

Office(s) Held

Carlos Pia Mangione
2875 N.E. 191 Street, Suite 801
Aventura, Florida 33180

President, Secretary, Treasurer

3. The names and addresses of the Directors of the Corporation are as follows:

Name and Address

Carlos Pia Mangione
2875 N.E. 191 Street, Suite 801
Aventura, Florida 33180

4. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.

5. That all the remaining assets of the Corporation have been distributed among its Shareholders in accordance with their respective interests in the Corporation.

6. That there are no actions pending against the Corporation in any court.

7. That a copy of the Written Consent of Directors and Shareholders pursuant to Chapter 607, Florida Statutes, is attached hereto.

DATED this 9th day of November, 2007


CARLOS PIA MANGIONE
President, Secretary, Treasurer, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAR 12 PM 2:26

FILED

H080000639063

H080000639063

STATE OF FLORIDA

)
)SS:

COUNTY OF MIAMI DADE.

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carlos Pia Mangione, to me known to be the President, Secretary, Treasurer, and Director respectively, and he acknowledged and swore before me that they executed said Articles of Dissolution.

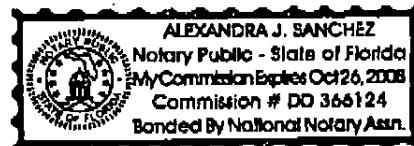
WITNESS my hand and official seal at Aventura, said County and State, this 9th day of November, 2007.



NOTARY PUBLIC, State of Florida

Print Name: _____

My Commission Expires: _____



H080000639063

HP0000639063

**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF ACALONES CORP.
TO DISSOLVE AND LIQUIDATE**

The undersigned, being all the Directors and all Shareholders of ACALONES CORP., a Florida Corporation (the "Corporation"), by their signatures hereto pursuant to Section 607.134 and 607.394 of the Florida General Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of a meeting, and consent to, approve and adopt the following acts:

BE IT RESOLVED, by all the Stockholders and Directors of the Corporation that it is in the best interests of the Corporation to fully liquidate and dissolve; and be it

FURTHER RESOLVED, that after paying or adequately providing for all of its known debts and liabilities, plus all sums due and paid hereafter pursuant to the Corporation's accounts receivables shall be set aside as a reserve fund for the payment of estimated expenses, taxes, unascertained or contingent liabilities, and expenses and costs of winding up, distribution and dissolution; and be it

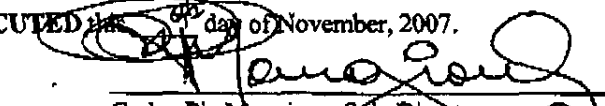
FURTHER RESOLVED, that, at such time as all liabilities of the Corporation have been paid or adequately provided for and when there shall be no further need for the aforesaid reserve fund, the balance in said reserve fund, if any, shall be distributed to each of the Shareholders in accordance with their respective shareholdings; and be it

FURTHER RESOLVED, that, distribution of the aforesaid assets pursuant to the plan herein provided in this consent is subject to the following conditions:

1. That each Shareholder properly endorses and surrender the certificate or certificates evidencing that Shareholder's ownership of shares of the capital stock of this Corporation.
2. That such distribution shall be in complete satisfaction of the rights of each Shareholder of this Corporation upon distribution and liquidation of assets.

FURTHER RESOLVED, the President and Secretary of this Corporation are authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation, all deeds, bills of sale, assignments, and other instruments of transfer as may be deemed necessary or proper, and that in general the Officers and Directors of this Corporation are hereby empowered, authorized, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate said plan of distribution and to wind up all corporate affairs and dissolve this Corporation.

EXECUTED this 6th day of November, 2007.



Carlos E. Pia Mangione, Sole Director



PORTO BUSINESS INC., a British Virgin
Island Company
Sole Shareholder
By: Carlos E. Pia Mangione, as President

HP0000639063

4080000639063

**CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF ACALONES CORP.**

I, Carlos Pia Mangione, as President of ACALONES CORP., a Florida Corporation, a company duly organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), do hereby certify that a meeting of the Board of Directors of said Corporation was duly called and held at the offices of said Corporation on the 9th day of November, 2007, at which meeting a quorum was present and voted:

WHEREAS, it is in the best interest of the Corporation to adopt the Plan of Liquidation.

The following Resolution was adopted as follows:

NOW, THEREFORE, be it resolved that the Corporation shall adopt the Plan of Liquidation and Carlos Pia Mangione as President of this Corporation, be and she is hereby authorized and instructed, to do whatever may be necessary and appropriate to adopt said Plan of Liquidation and that said officer be and is authorized and directed to execute in the name and on behalf of this Corporation such documents as may be necessary or proper to carry into effect this Resolution.

I further certify that the meeting of the Board of Directors at which the foregoing Resolution was adopted was regularly called and held in accordance with the Charter and By-Laws of said Corporation and that said Resolution has not been modified, rescinded or countermanded as of the date hereof.

DATED at Miami, Dade County, Florida, this 9th day of November, 2007.

CORPORATE SEAL

ACALONES CORP.,
a Florida Corporation

By: 

Carlos Pia Mangione, as President

4080000639063